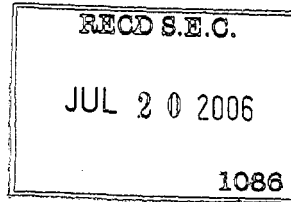


CertBSE



cul 1318641

Via Fax & Mail: (202) 777-1030
Mr. Brian Johnson, Branch Chief
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549



July 20, 2006

1-32954

RE: SEC Certification

Dear Mr. Johnson:

We submit herewith, in duplicate, a Certification of the Boston Stock Exchange, Inc., relative to listing and permanent registration pursuant to the Commission's Rule 12d1-1 for the following security:

Cleveland Biolabs, Inc.
Common Stock - \$0.005 Par Value

As it is proposed that trading may commence as soon as possible, acceleration of registration under Rule 12d1-2 is hereby requested.

Your acknowledgment on the duplicate of this letter would be appreciated.

Very truly yours,

Anthony K. Stankiewicz, Esq.
Vice President, Listings

Encl.

cc: Division of Market Regulation

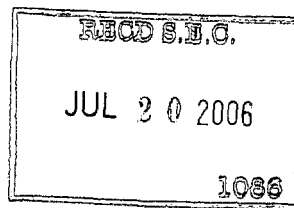
Ram Padmanabhan, Esq.
(312) 902-1061

PROCESSED

JUL 27 2006

**THOMSON
FINANCIAL**

Dr. Michael Fonstein
CEO & President
Cleveland Biolabs, Inc.
11000 Cedar Avenue, Suite 290
Cleveland, OH 44106



**CERTIFICATE OF THE BOSTON STOCK EXCHANGE
RELATIVE TO LISTING AND PERMANENT REGISTRATION
-PURSUANT TO RULE X-12D1-1**

Securities and Exchange Commission
Washington, D.C.

The Governing Committee of the Boston
Stock Exchange hereby certifies that on July 20, 2006
it received from

Cleveland Biolabs, Inc.

FILE NO.
FORM 8-A

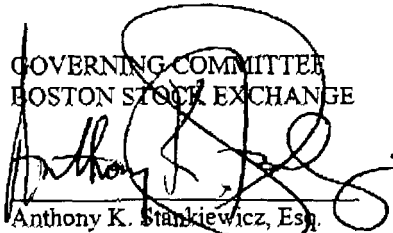
what purports to be the application for permanent registration of the following
securities on this Exchange:

<u>Title of Security</u>	<u>Issued</u>	<u>Unissued</u>
Common Stock - \$0.005 Par Value	6,542,637	12,000,000

that it has received the following amendments on the dates stated: **Form 8-A**

July 20, 2006

The Governing Committee of the Boston Stock Exchange further certifies that it has approved the above-mentioned issued securities for listing and registration, and that it has approved the above-mentioned unissued securities for addition to the list upon notice of issuance.

GOVERNING COMMITTEE
BOSTON STOCK EXCHANGE

Anthony K. Stankiewicz, Esq.
Vice President, Listings

July 20, 2006
Date